

Re: PIIA and MNDA between dmarcian-inc and y'all

**Subject:** Re: PIIA and MNDA between dmarcian-inc and y'all  
**From:** Martijn Groeneweg <martijn@dmarcian.com>  
**Date:** 12/7/16, 6:31 PM  
**To:** Tim Draegen <tim@dmarcian.com>

Hi Tim,

I really like the formalization of everything we do together. When we grow bigger and are more visible to the world, it's important we protect the things we do as far as it's possible. I also would like to formalize our agreement we made on EU for our mutual benefits and clarity together with the PIIA and MNDA. Below a list of those agreements:

1. dmarcian inc. (or you in person or any other entity you want) gets 51% of the shares of Mailmerk BV, so dmarcian inc. has the majority so you are in control of the strategic direction
2. we rename Mailmerk BV (Dutch inc) to dmarcian Europe BV
3. dmarcian Europe BV and dmarcian inc. work based on the principle of "Drag Along en Tag Along"
4. dmarcian Europe is responsible for all customers located in Russia, EU or Africa
5. dmarcian Europe can sell dmarcian tooling and revenues remain at dmarcian Europe to let the EU organization grow
6. all knowledge build at Mailmerk from 2012 can be used worldwide

Always difficult to write down those things in a clear way. If you have any remarks or something needs to be added to the list, please let me know.

I really would prefer to do the above transaction, because it can be done quick en clean when I ask Rolf to make the concept documents in Dutch and English.

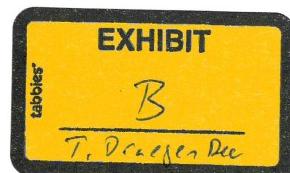
We also discussed creating an entity above dmarcian inc., dmarcian Europe BV and dmarcian APAC that could own 100% of all 3 entities. Have you discussed that with any specialist yet? Creating a holding company in a so called tax paradise could be nice. See <https://nl.wikipedia.org/wiki/Belastingparadijs>. It's in Dutch, I couldn't find the English version. The Netherlands is also on that list, see <http://www.mossfon.com/news/tax-advantages-dutch-holding-companies>. Lots of artists have their holding in NL, probably because of low or no tax on royalty payments.

I have dinner next week with some study friends. One of them is <https://nl.linkedin.com/in/alexander-van-den-bosch-4073632>. I'll ask him whether he has any free advice on those possibilities.

Regards,  
Martijn Groeneweg  
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Op 7 dec. 2016, om 22:12 heeft Tim Draegen <[tim@dmarcian.com](mailto:tim@dmarcian.com)> het volgende geschreven:

Hi people in the Netherlands,



Re: PIIA and MNDA between dmarcian-inc and y'all

To square away dmarcian, inc. employee/contractor documentation, I need the PIIA forms from everyone, and the just the MNDA between dmarcian, inc. and Mailmerck to be signed.

dmarcian, inc's counsel is going through exercise to make sure the corporation can be defended if need be (can't have a competitor do discovery on us and learn that we don't have basic docs in place!). This is a step of larger effort to bring everyone "in house".

I'm emailing all of you as any issues are likely related to being in NL, so why not save some time and review them together at once?

-- Tim

<Form of Proprietary Information and Inventions Agreement.docx><Non-Disclosure Agreement - Mutual form.docx>